## MEMORANDUM

To:

Paul Allen

Michael Beindorff

**Bob Baker** 

Harvey Bondar

Pete Gustafson Ralph Joy Tony McEwen

Bob Miller

Dave Nordemann

FROM:

Fran Schall

DATE:

November 20, 1998

SUBJECT:

Advisors Groups

GOVERNMENT DEPOSITION EXHIBIT 1360

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Bruno Perrault

Russell Schrader

Rob Robins Becky Saeger

Bill Stewart Bob Stock

Laurie Toth

Joe Vause

Based on our meeting Monday, we are making the following changes to our Advisors groups:

## I. Groups That Will Continue

- Business Executive Council This new group of senior management from the top 15 Issuers will be formed in the next few weeks and will meet 1-2 times a year, with the first meeting in the February-March 1999 time frame.
- Deposit Products Executive Council This group of senior retail bankers will
  meet 1-2 times per year with a portion of the meeting held jointly with the
  Business Executive Council.
- Operations/Risk Control Advisors These two groups will be combined and
  will be co-hosted in the future by Bob Miller and Dave Nordemann. They
  will review the proposed joint list of Advisors with Carol Cosby and Jeff
  Kann and will send a thank you note to any Advisors who will not be part of
  the combined group.
- Legal Advisors This group, which is currently co-sponsored by MasterCard, will meet in December. Serious consideration will be made after that time to discontinuing the joint sponsorship of the group and continuing to hold legal/legislative Advisors group meetings in the future that are Visa-only meetings.

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## II. Groups That Will Be Discontinued

Twelve U.S. Advisors groups will be discontinued. In the future, should a
need arise to discuss some topic with a group of Members that are part of one
or more of these groups, an ad hoc meeting may be called, with the prior
consent of Senior Management. Any request for an ad hoc meeting should be
directed to Bill Stewart. One such ad hoc meeting has been approved. This
will involve a subset of the existing Operations Advisors who will focus on
Recurring Payments and operational matters.

Rather than formally discontinuing these groups and sending letters to the Members involved, no future meetings will be held, and any Members inquiring will be told that meetings will be held only on an ad hoc basis. The following groups will be discontinued:

- Marketing Advisors
- · Check Card Advisors
- ATM Advisors
- Market Research Advisors
- Commercial Products Advisors Business
- · Commercial Products Advisors Corporate & Purchasing
- Fraud Working Group
- Bankruptcy Working Group
- ACH Advisors
- Acquirers Advisors
- SET Advisors

## III. International Advisors

Bill Stewart and Michael Beindorff will talk to Tom Kappock, Steve Schapp and Dick Held to notify them that we will limit U.S. Member participation on International groups to the International Advisors (GSS). Visa U.S.A. staff will represent U.S. Member interests on other International groups if necessary.

Please let me know if you have any questions or want clarification on these decisions.

cc: Carol Cosby Jeff Kann